

KLEINBERG, KAPLAN, WOLFF &
COHEN, P.C.
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Counsel to the State of Washington

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
PURDUE PHARMA L.P., et al.,	:	Case No. 19-23649 (SHL)
	:	(Jointly Administered)
Debtors.	:	
	:	
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**FIFTH MONTHLY FEE STATEMENT OF
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C. AS COUNSEL TO
THE STATE OF WASHINGTON FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF JUNE 1, 2022 THROUGH JUNE 30, 2022**

Name of Applicant:	Kleinberg, Kaplan, Wolff & Cohen, P.C.
Provided Professional Services to:	The State of Washington
Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:	March 10, 2022 [Docket No. 4503]
Period for which compensation and reimbursement are sought:	June 1, 2022 through June 30, 2022
Amount of Compensation sought as actual, reasonable, and necessary:	\$97,920.60
Current Fee Request	\$78,336.48 (80% of \$97,920.60)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$0.00
Amount of Compensation and Expenses sought as allowed under the Interim Compensation Order	\$78,336.48
Total Fees and Expenses Inclusive of Holdback	\$97,920.60
This is a(n): <input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application	

Pursuant to the *Order Pursuant to 11 U.S.C. §§ 105 and 363(b) Authorizing and Approving Settlement Term Sheet* [Docket No. 4503] (the “Term Sheet Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 [Docket No. 529] (the “Interim Compensation Order”), Kleinberg, Kaplan, Wolff & Cohen, P.C. (“Kleinberg Kaplan”), counsel to the State of Washington in the above-captioned case, and in a related adversary proceeding and appeals, hereby submits this Fifth Monthly Fee Statement (the “Fee Statement”) for the period of June 1, 2022 through and including June 30, 2022 (the “Statement Period”).

Itemization of Services Rendered and Disbursements Incurred

Annexed hereto as **Exhibit A** is a chart of the aggregate number of hours expended and fees incurred by professionals and paraprofessionals during the Statement Period, with respect to each of the billing categories. As reflected in Exhibit A, Kleinberg Kaplan incurred \$97,920.60 in fees during the Statement Period. Pursuant to this Fee Statement, Kleinberg Kaplan seeks reimbursement for 80% of such fees, totaling \$78,336.48.

Annexed hereto as **Exhibit B** is a chart of Kleinberg Kaplan's professionals and paraprofessionals, including standard hourly rate for each attorney and paraprofessional who rendered services to the State of Washington and others listed above in connection with these chapter 11 cases during the Statement Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. A copy of the computer-generated time entries of Kleinberg Kaplan reflecting all time recorded, organized in the billing categories requested by the State of Washington is attached hereto as **Exhibit C**.

Notice

Kleinberg Kaplan will provide notice of the Fee Statement in accordance with the Interim Compensation Order.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested shall, within 14 days of service of the Fee Statement, serve via email, to Kleinberg Kaplan and to the notice parties designated in the Interim Compensation Order, a written notice setting forth the precise nature of the objection and the amount at issue.

If an objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Kleinberg Kaplan an amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue; it shall not be sufficient to simply object to all fees and expenses.

Dated: July 21, 2022

Respectfully submitted,

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

By: /s/ Matthew J. Gold

Matthew J. Gold
Robert M. Tuchman

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New York, New York 10110
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Attorneys for the State of Washington

EXHIBIT A
SERVICES RENDERED BY
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.
COMMENCING JUNE 1, 2022 THROUGH JUNE 30, 2022

Summary of Fees Task Code

Billing Category	Total Hours	Total Fees
001 Purdue Pharma	79.9	\$86,938.60
005 Fee Applications	14.3	\$10,982.00
Total	94.2	\$97,920.60
20% Fee Holdback		\$19,584.12
80% of Fees		\$78,336.48
Plus Expenses		\$0.00
Requested Amount		\$78,336.48

EXHIBIT B

SERVICES RENDERED BY

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

COMMENCING JUNE 1, 2022 THROUGH JUNE 30, 2022

Summary of Hours and Fees by Professional

Name of Professional	Position/Year Admitted to Practice/Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Matthew J. Gold	Partner 1983 Bankruptcy	\$1,060	69.2	\$73,352.00
Robert L. Berman	Partner 1978 Securities and Corporate Finance	\$1,176	20.1	\$23,637.60
Juliet Remi	Paralegal Litigation & Risk Management	\$190	4.9	\$931.00
Total Fees Requested			94.2	\$97,920.60

EXHIBIT C

Time Entries for Each Professional by Task Code (Invoices)

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: June 30, 2022
Invoice Number: 112929
Matter Number: 7263-0001

Client: State of Washington
Matter: Purdue Pharma

For professional services rendered through June 30, 2022

Currency: USD

Fees	86,938.60
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Total Due This Invoice	\$86,938.60
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Client: State of Washington
Matter: Purdue Pharma

Invoice Date: June 30, 2022
Invoice Number: 112929
Matter Number: 7263-0001

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/01/2022	Matthew J. Gold	Conferring regarding case status; revising draft emails regarding same and next steps	5.10	1,060.00	5,406.00
06/01/2022	Robert Berman	Reviewing emails regarding meeting and conferring; reviewing proposed email to Davis Polk and relevant provisions of settlement agreements and commenting on proposed email	2.10	1,176.00	2,469.60
06/02/2022	Matthew J. Gold	Reviewing email regarding open transactional issues; revising draft email to Davis Polk regarding same	5.30	1,060.00	5,618.00
06/02/2022	Robert Berman	Reviewing emails and conferring	0.90	1,176.00	1,058.40
06/03/2022	Matthew J. Gold	Revising outline of SOAF issues	3.40	1,060.00	3,604.00
06/03/2022	Robert Berman	Reviewing email to Davis Polk regarding structure and next steps; conferring; reviewing proposed model for states to act as a committee	1.60	1,176.00	1,881.60
06/06/2022	Matthew J. Gold	Conferring with J. Rupert and B. Eskandari regarding SOAF issues; revising SOAF outline; exchanging emails with I. Goldman regarding same	5.60	1,060.00	5,936.00
06/06/2022	Robert Berman	Reviewing draft email to the states and emails from I. Goldman; conferring	0.60	1,176.00	705.60
06/07/2022	Matthew J. Gold	Conferring with I. Goldman regarding SOAF issues; conferring regarding same; revising and circulating email to Team regarding same	4.40	1,060.00	4,664.00
06/07/2022	Robert Berman	Reviewing emails; conferring; reviewing article on criminal case	1.90	1,176.00	2,234.40
06/08/2022	Matthew J. Gold	Conferring with I. Goldman regarding SOAF issues; reviewing email exchanges with A. Libby; preparing outline for call with states; participating in call with states; conferring regarding same	3.20	1,060.00	3,392.00

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: June 30, 2022
Invoice Number: 112929
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/08/2022	Robert Berman	Conference call with the states; conferring before and after call; preparation; refreshing on open issues	2.20	1,176.00	2,587.20
06/09/2022	Matthew J. Gold	Preparing outline for email to debtors regarding SOAF issues	1.20	1,060.00	1,272.00
06/09/2022	Robert Berman	Conferring	0.20	1,176.00	235.20
06/10/2022	Matthew J. Gold	Preparing draft email to debtors regarding SOAF issues; exchanging emails with negotiation team regarding same; reviewing filings regarding NAS Baby discovery stipulation and bonus request	4.30	1,060.00	4,558.00
06/10/2022	Robert Berman	Reviewing emails regarding open issues and conferring	1.50	1,176.00	1,764.00
06/13/2022	Matthew J. Gold	Finalizing email to debtors regarding SOAF issues; exchanging emails with negotiation team regarding same; reviewing emails from J. Weiner regarding continuing negotiations; reviewing filings regarding NAS Baby discovery stipulation and bonus request	3.10	1,060.00	3,286.00
06/13/2022	Robert Berman	Reviewing emails; begin reviewing draft closing list for security documents	1.10	1,176.00	1,293.60
06/14/2022	Matthew J. Gold	Reviewing filings in advance of hearing	2.20	1,060.00	2,332.00
06/14/2022	Robert Berman	Reviewing emails	0.10	1,176.00	117.60
06/15/2022	Matthew J. Gold	Monitoring omnibus hearing	0.70	1,060.00	742.00
06/16/2022	Matthew J. Gold	Preparing outline of responses to J. Weiner email	3.20	1,060.00	3,392.00
06/17/2022	Matthew J. Gold	Exchanging emails with J. Abrams regarding States' meeting; revising outline regarding response to J. Weiner email	2.40	1,060.00	2,544.00
06/21/2022	Matthew J. Gold	Revising outline regarding response to J. Weiner email	2.20	1,060.00	2,332.00
06/21/2022	Robert Berman	Responding to emails; reviewing opinion issues	1.40	1,176.00	1,646.40
06/22/2022	Matthew J. Gold	Revising outline regarding response to J. Weiner email; reviewing closing checklist and conferring regarding same	4.40	1,060.00	4,664.00

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: June 30, 2022
Invoice Number: 112929
Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/22/2022	Robert Berman	Conferring regarding closing list, opinions and issues regarding counsel; reviewing open issues and checking provisions in settlement and draft intercreditor agreement; reviewing emails	2.60	1,176.00	3,057.60
06/23/2022	Matthew J. Gold	Exchanging emails with Team regarding response to J. Weiner email; reviewing closing checklist and conferring regarding same	3.30	1,060.00	3,498.00
06/23/2022	Robert Berman	Reviewing emails regarding conference call; conferring regarding response to Davis Polk	0.70	1,176.00	823.20
06/24/2022	Matthew J. Gold	Conferring with I. Goldman regarding response to J. Weiner email and closing checklist; revising and circulating response to J. Weiner email; exchanging emails with team regarding SOAF negotiations; exchanging emails with J. Rupert regarding various pending matters	3.70	1,060.00	3,922.00
06/24/2022	Robert Berman	Conference call with the Pullman; conferring regarding response to Purdue and closing list	1.60	1,176.00	1,881.60
06/27/2022	Matthew J. Gold	Conferring with B. Eskandari and T. Lundgren regarding SOAF negotiations; participating in team conference call; preparing summary email to J. Rupert	1.30	1,060.00	1,378.00
06/27/2022	Juliet Remi	Circulating recently filed documents	0.10	190.00	19.00
06/27/2022	Robert Berman	Conference call with the States; conferring and preparing	1.30	1,176.00	1,528.80
06/28/2022	Matthew J. Gold	Circulating email to team regarding closing checklist; exchanging emails with J. Weiner regarding SOAF issues	0.70	1,060.00	742.00
06/28/2022	Robert Berman	Reviewing scheduling emails and conferring	0.30	1,176.00	352.80
Total			79.90		\$86,938.60

Client: State of Washington
Matter: Purdue Pharma

Invoice Date: June 30, 2022
Invoice Number: 112929
Matter Number: 7263-0001

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Juliet Remi	0.10	190.00	19.00
Matthew J. Gold	59.70	1,060.00	63,282.00
Robert Berman	20.10	1,176.00	23,637.60
Total	79.90		\$86,938.60

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: June 30, 2022
Invoice Number: 112928
Matter Number: 7263-0005

Client: State of Washington
Matter: Fee applications

For professional services rendered through June 30, 2022

Currency: USD

Fees	10,982.00
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Total Due This Invoice	\$10,982.00
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Client: State of Washington
Matter: Fee applications

Invoice Date: June 30, 2022
Invoice Number: 112928
Matter Number: 7263-0005

Time Detail

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/10/2022	Matthew J. Gold	Reviewing C. MacDonald email and attachments; conferring regarding same	0.40	1,060.00	424.00
06/10/2022	Juliet Remi	Working in connection with reconciliation chart from debtors; reviewing all invoices; calling to discuss same	1.50	190.00	285.00
06/13/2022	Matthew J. Gold	Preparing response to C. MacDonald email; reviewing draft supplement to interim fee application; conferring regarding same	2.10	1,060.00	2,226.00
06/13/2022	Juliet Remi	Conferring regarding reconciliation of fees and expenses; drafting supplement to interim fee application; coordinating to finalize and e-file same	0.90	190.00	171.00
06/14/2022	Matthew J. Gold	Reviewing proposed order; conferring regarding same	0.40	1,060.00	424.00
06/15/2022	Matthew J. Gold	Participating in hearing on interim fee applications; conferring with J. Rupert and D. Consola regarding fee reimbursement	1.70	1,060.00	1,802.00
06/16/2022	Matthew J. Gold	Exchanging correspondence with J. Rupert and D. Consola regarding reimbursement payment	0.80	1,060.00	848.00
06/16/2022	Juliet Remi	Conferring regarding contact information in connection with letter to Purdue	0.20	190.00	38.00
06/21/2022	Matthew J. Gold	Reviewing time entries for reimbursement; exchanging emails regarding same	1.30	1,060.00	1,378.00
06/23/2022	Matthew J. Gold	Exchanging emails with D. Consola and J. Ruppert regarding payment of allowed fees	0.40	1,060.00	424.00
06/23/2022	Juliet Remi	Conferring regarding invoices to include on fifth monthly fee statement	0.10	190.00	19.00
06/24/2022	Matthew J. Gold	Exchanging emails regarding monthly fee statement and spreadsheet for fee examiner; reviewing monthly fee statement	1.20	1,060.00	1,272.00

Client: State of Washington
Matter: Fee applications

Invoice Date: June 30, 2022
Invoice Number: 112928
Matter Number: 7263-0005

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
06/24/2022	Juliet Remi	Preparing draft of fourth monthly fee statement with exhibits; conferring regarding same; working in connection with fee examiner statement	1.40	190.00	266.00
06/27/2022	Juliet Remi	Preparing fourth monthly fee statement; coordinating to e-file and serve same	0.50	190.00	95.00
06/28/2022	Matthew J. Gold	Exchanging emails with D. Consola and J. Rupert regarding reimbursement payments; reviewing fee orders and applications regarding same	1.20	1,060.00	1,272.00
06/29/2022	Juliet Remi	Conferring regarding procedure for serving monthly fee statements	0.20	190.00	38.00
Total			14.30		\$10,982.00

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Juliet Remi	4.80	190.00	912.00
Matthew J. Gold	9.50	1,060.00	10,070.00
Total	14.30		\$10,982.00